

STATE OF NEW JERSEY
Office of the Attorney General
Department of Law and Public Safety
Division of Gaming Enforcement

In the Matter of the Petition of
Revel Entertainment Group, LLC,
Regarding Status of Debt Holders
Under the First Lien Credit Agreement

ORDER
PRN 0461202

WHEREAS, Revel Entertainment Group, LLC ("REG"), a casino license applicant, and affiliates filed a petition dated February 15, 2012, and seek a ruling under Section 85.1e of the Casino Control Act ("Act") from the Director of the Division of Gaming Enforcement ("Division") that holders of debt with respect to the First Lien Credit Agreement are not required to qualify under the Act with respect to REG's application for a casino license; and,

WHEREAS, in February 2011, Revel AC, Inc. ("Revel AC"), an indirect holding company under the Act of REG, obtained approximately \$1.154 billion of Financing consisting of the First Lien Credit Agreement which provided approximately \$850 million in a six-year Term Loan secured by, among other Revel entities, REG, and approximately \$304.4 million of Second Lien Notes where Revel AC also issued 152,200 Units with each Unit containing a Warrant to purchase 1,000 shares of common stock of Revel AC and \$2,000 of a 12% Second Lien Note due 2018; and,

WHEREAS, REG has provided herein, as Exhibit A to its petition, a list of holders of the total debt occasioned by the First Lien Credit Agreement's Term Loan and the Second Lien Notes and the amount held by each holder and none appears to hold 25% or more thereof; and,

WHEREAS, REG has represented that each holder holds less than 25% of the total debt under the First Lien Credit Agreement's Term Loan and the Second Lien Notes; and,

WHEREAS, Section 85.1e of the Act gives the Director discretion to decide whether or not lenders holding less than 25% of the total debt are required to qualify under the Act; and,

WHEREAS, REG in its petition acknowledges that, in the event the Director exercises his discretion and does not require the debt holders herein to qualify under the Act, in circumstances of default, foreclosure or other similar event, as noted in Section 85.1e of the Act, holders holding 10% or more of the debt will be required to qualify under the Act.

NOW THEREFORE, IT IS ORDERED, based on the information and representations in the petition, upon which the Director relies, the Director will not at this time require the holders of debt under the First Lien Credit Agreement's Term Loan to qualify under the Act so long as no holder thereof holds 25% or more of Revel AC's total debt subject to: (1) in case of default, foreclosure or other similar event as noted in Section 85.1e of the Act, holders holding 10% or more shall be required to qualify under the Act; and, (2) the provision of a list of the holders of debt under the First Lien Credit Agreement's Term Loan and the amount each holds of the total debt of Revel AC beginning July 1, 2012, and every six (6) months thereafter.

Dated: February 22, 2012



DAVID REBUCK
DIRECTOR

Casino Licensing